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RAYMOND J. DICAMILLO

December 5, 2005

VIA HAND DELIVERY

Dr. Peter T. Dalleo
Clerk, United States District Court for the District of Delaware
J. Caleb Boggs Federal Building
844 N. King St.
Wilmington, DE 19801

Re: **Emergency Relief: Bally Total Fitness Holding Corporation v.
Liberation Investments, L.P., Liberation Investments, Ltd.,
Liberation Investment Group LLC and Emanuel R. Pearlman**

Dear Dr. Dalleo:

I write on behalf of Plaintiff Bally Total Fitness Holding Corporation ("Bally" or "Plaintiff"), a Delaware corporation, in the above-captioned action. For the Court's convenience, I have enclosed copies of the Verified Complaint ("Complaint"), Motion for Expedited Relief and Temporary Restraining Order ("Motion"), and Brief in support of the Motion in this matter. Because of the urgency of these claims, Plaintiff respectfully requests that this matter be assigned promptly to the first available Judge so that Plaintiff's Motion for Expedited Relief and Temporary Restraining Order may be heard expeditiously.

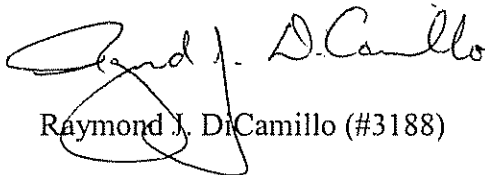
As set forth in more detail in Plaintiff's submissions, the defendants have proposed a stockholder resolution to amend certain of Bally's bylaws in contravention of Delaware law and Bally's certificate of incorporation ("Stockholder Proposal"). The Complaint alleges the defendants have violated Section 14(a) of the Securities Exchange Act of 1934 and Rule 14a-9 because, among other things, the Stockholder Proposal contains material omissions and misstatements and defendants failed to disclose in their 13D and 14A filings with the Securities and Exchange Commission that the Stockholder Proposal is illegal and invalid under Delaware law.

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With Bally's annual meeting of stockholders presently scheduled for January 26, 2006, less than 60 days away, defendants are expected to begin their proxy solicitation at any time. Such a solicitation will confuse and mislead Bally's stockholders and may allow defendants to impermissibly procure the stockholders' support for their illegal proposal and may also impact stockholders' decisions with respect to the election of directors. As Plaintiff's submissions indicate, Plaintiff has set forth claims sufficient to warrant a temporary restraining order. Accordingly, Plaintiff respectfully requests the prompt assignment of this case, so that Plaintiff can present its motion at the Court's earliest convenience.

If you have any questions regarding this matter, counsel are available at your convenience.

Respectfully submitted,



Raymond J. DiCamillo (#3188)